IMPORTANT

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Powerwin Tech Group Limited, you should at once hand this circular to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Powerwin Tech Group Limited
力盟科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2405)

MAJOR TRANSACTION
DISPOSAL OF A SUBSIDIARY

August 15, 2025

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"associates"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Business Day"	a day (other than any Saturday or Sunday) on which banks in Hong Kong are generally open for business throughout their normal business hours
"BVI"	the British Virgin Islands
"Common Excellence"	Common Excellence International Group Limited, a company with limited liability incorporated under the laws of BVI and one of our controlling Shareholders
"Company"	Powerwin Tech Group Limited (stock code: 2405), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on Stock Exchange
"Completion"	completion of the Disposal in accordance with the terms and conditions of the Sale and Purchase Agreement, which took place on July 31, 2025
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Consideration"	the total consideration of US$1,950,000 for the Sale Shares payable by the Purchaser to the Vendor under the Sale and Purchase Agreement
"Director(s)"	the director(s) of the Company
"Disposal"	the disposal of the Sale Shares by the Vendor to the Purchaser pursuant to the terms and conditions of the Sale and Purchase Agreement
"Group"	collectively, the Company and its subsidiaries

"Honest Beauty"	Honest Beauty International Group Company Limited, a company with limited liability incorporated under the laws of BVI and one of the controlling Shareholders
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Imperial Trust"	the family trust established by Mr. Li Xiang as settlor and constituted by the trust deed dated January 4, 2022 and entered into between Mr. Li and HSBC International Trustee Limited as trustee
"Independent Third Party(ies)"	third party(ies) independent of and not connected with the Company and its connected persons
"Into One"	Into One International Group Limited, a company with limited liability incorporated under the laws of BVI and one of the controlling Shareholders
"Latest Practicable Date"	August 15, 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	August 8, 2025, or such later date as the Vendor and the Purchaser may agree in writing
"Lucky Linkage"	Lucky Linkage International Holdings Limited (福聯國際控股有限公司), a company with limited liability incorporated under the laws of BVI and one of the controlling Shareholders
"PRC"	the People's Republic of China
"Purchaser"	Chinalink International Development Limited, a company incorporated under the laws of BVI with limited liability and the ultimate beneficial owner is Wang Daliang
"Sale and Purchase Agreement"	the agreement dated July 28, 2025 entered into between the Vendor and the Purchaser in respect of the Disposal

"Sale Share(s)"	1,000,000 shares of the Target Company, representing the entire issued share capital of the Target Company immediately prior to Completion
"Share(s)"	ordinary share(s) with a nominal value of US$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Company"	Powerwin Media Group Co., Limited 力盟傳媒集團有限公司, a company incorporated in the Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
"Total Best"	Total Best International Group Limited (匯好國際集團有限公司), a company with limited liability incorporated under the laws of BVI and one of the controlling Shareholders
"Total Mice"	Total Mice International Group Company Limited, a company with limited liability incorporated under the laws of BVI and one of the controlling Shareholders
"Tranquil Trust"	the family trust established by Ms. Yu Lu as settlor and constituted by the trust deed dated January 4, 2022 and entered into between Ms. Yu Lu and HSBC International Trustee Limited as trustee
"US$"	United States dollars, the lawful currency of the United States of America
"Vendor"	Able Best Investment Group Limited, a company incorporated under the laws of BVI with limited liability and a direct wholly-owned subsidiary of the Company
"Wealth Express"	Wealth Express International Investment Limited (向財國際投資有限公司), a company with limited liability incorporated under the laws of BVI and one of the controlling Shareholders
"%"	per cent

Powerwin Tech Group Limited
力盟科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2405)

Executive Directors:
Mr. LI Xiang *(Chairman and Chief Executive Officer)*
Ms. YU Lu *(Deputy Chief Operating Officer)*

Independent non-executive Directors:
Ms. ZHAO Yan
Mr. GONG Peiyue
Mr. LI Kwok Tai James

Head Office and Principal Place of Business in Hong Kong:
Room 3709, West Tower
Shun Tak Centre
Sheung Wan
Hong Kong

Registered Office:
P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

Principal Place of Business in the PRC:
Block B, Building 1
Zhubang 2000 Business Center
Chaoyang District, Beijing
PRC

August 15, 2025

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION
DISPOSAL OF A SUBSIDIARY

INTRODUCTION

Reference is made to the Announcement in relation to, among other things, the Disposal. The Board announced that Vendor, a direct wholly-owned subsidiary of the Company, and the Purchaser entered into the Sale and Purchase Agreement on July 28, 2025 in relation to the Disposal at a consideration of US$1,950,000. The Disposal constituted a major transaction for the Company under the Listing Rules.

As the Company has received written Shareholders' approval from Lucky Linkage, Total Best, Wealth Express, Common Excellence and Into One, being a closely allied group of Shareholders interested in 536,000,000 shares of the Company (representing approximately 67% of the issued share capital of the Company) as at the Latest Practicable Date, approving the Disposal pursuant to Rule 14.44(2) of the Listing Rules, the Company will not convene any general meeting to approve the Disposal. The purpose of this circular is to provide you with the information relating to, among other things, (i) details of the Disposal; (ii) certain financial information of the Group; and (iii) such other information as required under the Listing Rules.

THE SALE AND PURCHASE AGREEMENT

The principal terms of the Sale and Purchase Agreement are summarised as follows:

Date

July 28, 2025

Parties

(i) the Vendor, a direct wholly-owned subsidiary of the Company; and

(ii) the Purchaser.

Subject matter

Pursuant to the Sale and Purchase Agreement, the Vendor conditionally agreed to dispose of, and the Purchaser conditionally agreed to acquire, the Sale Shares, being 1,000,000 shares of the Target Company and representing the entire issued share capital of the Target Company.

Immediately prior to Completion, the Vendor is the sole legal and beneficial owner of the entire issued share capital of the Target Company.

Upon Completion, the Company ceased to hold any shares in the Target Company and the Target Company ceased to be a subsidiary of the Company. Accordingly, the financial results of the Target Company is no longer consolidated into the consolidated financial statements of the Company.

Consideration

The Consideration in the aggregate amount of US$1,950,000, being a 30% premium over the net asset value of the assets of the Target Company which are the subject of the Disposal (the "**Net Asset Value**") of approximately US$1.5 million as extracted from its unaudited financial information as at June 30, 2025, shall be settled in full by the Purchaser two Business Days prior to the date of Completion.

The Consideration was arrived at after arm's length commercial negotiations between the Vendor and the Purchaser with reference to the following factors:

(i) the Target Company being engaged in standardized cross-border digital marketing services and having to make significant advanced payment for certain of its customers. Due to changes in the external environment with intensified competition and high bank interest rates, the Target Company has incurred a loss for the year ended December 31, 2024 and the continued profitability of the Target Company is under question. The management of the Group is of the view that (a) significant financial resources will have to be deployed in order to maintain the standardized cross-border digital marketing service offering and therefore resulting in high operational risk; and (b) the continued offering of standardized cross-border digital marketing is inconsistent with the Company's goal of providing high-value-added services to customers;

(ii) as (a) the Target Company has incurred a loss for the year ended December 31, 2024; (b) has no non-current assets such as fixed assets or intangible assets; and (c) its main assets comprise of current assets generated from its business operations such as trade receivables, the Vendor and Purchaser adopted an asset-based approach instead of an income approach to determine the Consideration in order to maximize the proceeds from the Disposal, and therefore referred to the Net Asset Value as at June 30, 2025 as a basis of the Consideration; and

(iii) as the Disposal would not involve any transfer of intangible assets or fixed assets, the Vendor and the Purchaser took into account the bank financing interest rate of the Target Company in June 2025 of approximately 5.58%, calculated the projected compound return rate over the next five years based on the Net Asset Value as at June 30, 2025 and agreed at a 30% premium over the Net Asset Value as at June 30, 2025.

Based on the above, the Directors (including all independent non-executive Directors) consider that the Consideration is fair and reasonable, on normal commercial terms and in the interest of the Company and the Shareholders as a whole.

Conditions Precedent

Completion is subject to the following conditions being fulfilled and satisfied (or waived, if applicable):

(a) the warranties to be given by the Vendor remaining true and accurate in all respects;

(b) the warranties to be given by the Purchaser remaining true and accurate in all respects; and

(c) all necessary approval(s), consent(s), waiver(s) and/or permission(s) from any government or regulatory authorities which may be required to be obtained on the part of the Vendor and the shareholders of the Vendor in respect of the Sale and Purchase Agreement and the transactions contemplated hereby having been obtained and remain in full force and effect, including but not limited to the Sale and Purchase Agreement and the transactions contemplated having been approved by the Shareholders by way of ordinary resolution in an extraordinary general meeting or written approval.

All of the above conditions precedent had been satisfied and the Completion took place on July 31, 2025.

Immediately after the Completion, the Vendor ceased to hold any shares in the Target Company and the Target Company ceased to be a subsidiary of the Company. Accordingly, the financial results of the Target Company is no longer consolidated into the consolidated financial statements of the Company.

INFORMATION ON THE PURCHASER

The Purchaser is principally engaged in investment holding and a company incorporated in the BVI. The Purchaser was selected by the Group through internal comparison and screening of a number of potential purchasers acquainted from business contacts of the controlling Shareholders in the cross-border trading industry. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner are Independent Third Parties.

INFORMATION ON THE GROUP

The Group is a cross-border digital marketing service provider in China and dedicated to empowering China-based marketers in user acquisition to better promote and connect themselves to customers worldwide while collaborating with major and well-known media publishers in helping them explore monetization opportunities.

INFORMATION ON THE TARGET COMPANY

The Target Company is a company incorporated in Hong Kong with limited liability. The Target Company is principally engaged in the business of standardized cross-border digital marketing services.

The table below sets out certain unaudited financial information of the assets of the Target Company which are the subject of the Disposal for the years ended December 31, 2023 and 2024:

	For the year ended 31 December 2023 *US$'000*	**For the year ended 31 December 2024** *US$'000*
Profit/(loss) before taxation	1,517	(4,786)
Profit/(loss) after taxation	1,274	(4,399)

The net asset value of the assets of the Target Company which are the subject of the Disposal extracted from its unaudited financial information as at June 30, 2025 was approximately US$1.5 million.

REASONS FOR AND BENEFITS OF THE DISPOSAL

With the complex global landscape marked by economic volatility and geopolitical uncertainty, the Group had suffered a drop in profit since 2024. The Directors have been actively reviewing and considering to make adjustments to the existing businesses of the Group, so as to streamline the operations and improve the financial performance of the Group in the future. The Disposal allows the Group to devote more resources and efforts to focus on other core lines of business for future development.

While the Group is gradually lowering the revenue contribution of its standardized digital marketing services, the Group intends to place its focus on its remaining lines of business, namely customized digital marketing services and SaaS-based digital marketing services under the cross-border digital marketing services and cross-border online-shop SaaS solutions.

In relation to customized digital marketing services, the Group intends to devote more resources into research and development and enhance the applicability of AI technology in its services. The Group intends to integrate AI technology into its service offerings under its customized digital marketing services, such as the production of customized digital marketing content, big data analysis and live streaming.

In relation to SaaS-based digital marketing services, the Company will further optimize the functions of and clients served by its Adorado SaaS platform. Other than serving cross-border e-commerce clients, the Adorado SaaS platform will also better serve some emerging cross-border industries such as cross-border short dramas (出海短劇) and AI applications.

In relation to cross-border online-shop SaaS solutions, the Group will strengthen its cooperation with cross-border supply chain companies and overseas warehouse companies and integrate AI technology to achieve a higher degree of automation and intelligence through its Powershopy platform.

The Group aims to focus on promoting its own branded software solutions and services to provide better value to client and increase the profit of its solutions and services.

The Group currently has no intention or plan or entered into any agreement, undertaking and negotiation for the acquisition of new business(es) and/or disposal or downsizing of its existing business(es). However, the Group has been closely monitoring the development of AI technology in the digital marketing industry.

The Directors (including all independent non-executive Directors) consider that the Disposal, the terms and conditions of the Sale and Purchase Agreement and the transactions contemplated thereunder are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FINANCIAL EFFECT OF THE DISPOSAL AND INTENDED USE OF PROCEEDS

Upon Completion, the Company will cease to hold any shares in the Target Company and the Target Company will cease to be a subsidiary of the Company. Accordingly, the financial results of the Target Company will no longer be consolidated into the consolidated financial statements of the Company.

Based on the preliminary assessment, the Group expects to recognize a gain of approximately US$0.45 million arising from the Disposal, calculated based on the Consideration and the net asset value of the Target Company as at June 30, 2025. The actual amount of gain or loss as a result of the Disposal to be recorded by the Group may be different from the above and will be subject to the audit of the auditors of the Group.

Based on the financial information of the Target Company as at June 30, 2025, the assets, liabilities and net assets of the Target Company amounted to US$180.5 million, US$179.0 million and US$1.5 million respectively, and will be derecognized from the consolidated financial statements of the Group.

Net proceeds from the Disposal, which have deducted expenses in relation to the Disposal, are estimated to be approximately US$1.8 million. Approximately 80% of the net proceeds from the Disposal will be used for strengthening the research and development capabilities of the Group, in particular procuring AI calculation capabilities, developing the use of AI technology in digital marketing and continuously updating and developing new functions in the Group's Adorado and Powershopy platforms. The proceeds for strengthening the research and development capabilities of the Group is expected to be fully utilized by mid-2026.

The remaining 20% of the net proceeds will be used for replenishing the Group's general working capital and is expected to be fully utilized by the end of 2025.

LISTING RULES IMPLICATIONS

As one or more of the relevant percentage ratios calculated in accordance with the Listing Rules in respect of the Disposal exceed 25% but are less than 75%, the Disposal constitutes a major transaction for the Company and is subject to the notification, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

As none of the Directors has any material interest in the Disposal and the transactions contemplated thereunder, none of the Directors is required to abstain from voting on the board resolutions approving the Disposal and the transactions contemplated thereunder.

Pursuant to Rule 14.44 of the Listing Rules, Shareholders' approval may be obtained by written Shareholders' approval in lieu of convening a general meeting if (a) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Sale and Purchase Agreement and the transactions contemplated thereunder; and (b) the written approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% of the issued share capital of the Company having the right to attend and vote at the general meeting to approve the Sale and Purchase Agreement and the transactions contemplated thereunder.

To the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, none of the Shareholders has any material interest in the Sale and Purchase Agreement and the transactions contemplated thereunder, and therefore no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Sale and Purchase Agreement and the transactions contemplated thereunder.

The Company has obtained written approval from Lucky Linkage, Total Best, Wealth Express, Common Excellence and Into One, being a closely allied group of Shareholders interested in 536,000,000 shares of the Company (representing approximately 67% of the issued share capital of the Company) as at the Latest Practicable Date. As at the Latest Practicable Date, (i) each of Total Best and Wealth Express is wholly-owned by Mr. Li Xiang; (ii) Lucky Linkage is wholly-owned by Ms. Yu Lu; (iii) Common Excellence is indirectly wholly-owned by Tranquil Trust, a discretionary trust established by Ms. Yu Lu as the settlor with Mr. Li Xiang and family members of Ms. Yu Lu as beneficiaries; (iv) Into One is indirectly wholly-owned by the Imperial Trust, a discretionary trust established by Mr. Li Xiang as the settlor with Ms. Yu and family members of Mr. Li Xiang as beneficiaries; and (v) Mr. Li Xiang and Ms. Yu Lu are spouses. Accordingly, no Shareholders' meeting will be convened by the Company to approve the Disposal.

RECOMMENDATION

The Board considered that the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder were fair and reasonable and were in the interests of the Company and the Shareholders as a whole. Accordingly, if a general meeting were to be convened, the Board would recommend the Shareholders to vote in favour of the Disposal.

FURTHER INFORMATION

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of
Powerwin Tech Group Limited
Li Xiang
Chairman, Chief Executive Officer and Executive Director

1. FINANCIAL INFORMATION OF THE GROUP

The audited consolidated financial statements of the Company for the three years ended December 31, 2022, 2023 and 2024, together with the relevant notes thereof are disclosed in the following documents:

(i) the annual report of the Company for the year ended December 31, 2022 published on 27 April 2023 (pages 82 to 152) which can be accessed via the link at https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0427/2023042700605.pdf

(ii) the annual report of the Company for the year ended December 31, 2023 published on 29 April 2024 (pages 93 to 162) which can be accessed via the link at https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0429/2024042902784.pdf

(iii) the annual report of the Company for the year ended December 31, 2024 published on 28 April 2025 (pages 92 to 160) which can be accessed via the link at https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0428/2025042800976.pdf

2. STATEMENT OF INDEBTEDNESS

As at June 30, 2025, being the latest practicable date for the purpose of preparing this statement of indebtedness prior to the printing of this circular, the total bank loan balance was approximately US$14.93 million of which US$13.12 million were classified as current liabilities and approximately US$1.81 million were classified as non-current liabilities. As at June 30, 2025, bank loans of US$2.07 million were guaranteed by the Company and secured by financial assets measured at fair value through profit or loss. As at June 30, 2025, bank loans of US$12.86 million were guaranteed by the Company and were secured by trade receivables according to the factoring arrangements.

As at June 30, 2025, the Group had lease liabilities of approximately US$0.83 million of which US$0.48 million were classified as current liabilities and approximately US$0.35 million were classified as non-current liabilities.

Save as aforesaid or as otherwise disclosed above, at the close of business on June 30, 2025, the Group had no outstanding indebtedness in respect of any borrowings, mortgages, charges or debentures, loan capital, bank loans and overdrafts, term loans or other loans, debt securities or other similar indebtedness, liabilities under acceptances (other than normal trade bills), acceptance credits or hire purchase commitments, finance lease commitments, guarantees or other material contingent liabilities or indebtedness.

3. WORKING CAPITAL STATEMENT

The Directors are satisfied after due and careful consideration and taking into account the present internal financial resources available to the Group and the effect of the Disposal, the Group will have sufficient working capital for its present requirements for at least twelve months from the date of this circular.

4. MATERIAL ADVERSE CHANGE

Save for the disclosures made in the profit warning announcement of the Company dated August 13, 2025, the Directors confirm that since December 31, 2024, being the date to which the latest published audited accounts of the Group were made up, up to and including the Latest Practicable Date, there were no material changes in the financial or trading position of the Group.

5. FINANCIAL AND TRADING PROSPECTS

The Group is a cross-border digital marketing service provider in China. Over the years, the Group has been dedicated to empowering China-based marketers in user acquisition to better promote and connect themselves to customers worldwide while collaborating with major and well-known media publishers in helping them explore monetization opportunities. The Group's cross-border digital marketing services consist of standardized, customized and SaaS-based solutions to address China-based marketers' needs for cross-border marketing endeavors. The Group also provides cross-border online-shop SaaS solutions which enable cross-border e-commerce merchants to build, operate, manage and market their own standalone online shops.

Despite the escalating market competitions, the Group's business on cross-border digital marketing and cross-border online-shop SaaS solutions are in growing trends as demonstrated through growth in gross billing and positive feedbacks from our customers. Moving forward, the Group plans to further integrate AI technology, implement strategic initiatives, upgrading its Adorado and Powershopy platforms and enhancing customer experiences to sustain the growth of its business.

Furthermore, the Group will continue to explore additional and more extensive strategic partnerships that will enable it to capture new opportunities and expand our overseas market presence as well as marketer coverage. The Group is committed to aligning its resources effectively and operationally optimizing our processes to enable it to serve the growing China-based cross-border e-commence as well as other customers going overseas.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTEREST

(a) Interests and short positions of directors and chief executives in share, underlying shares and debentures of the Company or its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of our Company in the shares, underlying shares and debentures of our Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") were as follows:

Name of the Director	Capacity/ Nature of interests	Number of Shares/underlying shares held[(1)]	Approximate percentage of shareholder in the Company[(2)]
Mr. LI Xiang ("**Mr. Li**")	Interest in a controlled corporation[(3)]	96,000,000	12.00%
	Settlor of a discretionary trust[(4)]	80,000,000	10.00%
	Interest of spouse[(5)]	360,000,000	45.00%
Ms. YU Lu ("**Ms. Yu**")	Interest in a controlled corporation[(6)]	6,000,000	0.75%
	Settlor of a discretionary trust[(7)]	354,000,000	44.25%
	Interest of spouse[(5)]	176,000,000	22.00%

Notes:

(1) All the above interests in the Shares are long positions.

(2) The percentage of shareholding was calculated based on the Company's total number of issued shares as at the Latest Practicable Date.

(3) Our Company is held directly by Total Best and Wealth Express as to 0.75% and 11.25%, respectively. Each of Total Best and Wealth Express is wholly owned by Mr. Li. Mr. Li is deemed to be, or taken to be, interested in all the Shares held by Total Best and Wealth Express for the purpose of the SFO.

(4) The Imperial Trust is a discretionary trust established by Mr. Li (as the settlor) and the beneficiaries of which include Ms. Yu and Mr. Li's family members. Our Company is held directly by Into One as to 10.00%. As such, Mr. Li is deemed to be interested in the Shares held by Into One for the purpose of the SFO.

(5) Mr. Li and Ms. Yu are spouses. Therefore, each of them is deemed to be interested in all the Shares the other party is interested in for the purpose of the SFO.

(6) Our Company is held directly by Lucky Linkage as to 0.75%. Lucky Linkage is wholly owned by Ms. Yu. Ms. Yu is deemed to be, or taken to be, interested in all the Shares held by Lucky Linkage for the purpose of the SFO.

(7) The Tranquil Trust is a discretionary trust established by Ms. Yu (as the settlor) and the beneficiaries of which include Mr. Li and Ms. Yu's family members. Our Company is held directly by Common Excellence as to 44.25%. As such, Ms. Yu is deemed to be interested in the Shares held by Common Excellence for the purpose of the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning in Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of SFO), or which required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

(b) Directors' position in the substantial shareholders of the Company

As at the Latest Practicable Date, save as disclosed below, so far as is known to the Directors, no Director was a director or employee of a company which has an interest or short position in the shares and underlying share of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO:

Name of the company	Name of the Director	Position held by the Director in the Company
Common Excellence	Ms. Yu	Director
Total Mice	Ms. Yu	Director
Into One	Mr. Li	Director
Honest Beauty	Mr. Li	Director
Wealth Express	Mr. Li	Director

3. DIRECTORS' INTERESTS IN ASSETS OF THE GROUP

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been acquired or disposed of by, or leased to, or which were proposed to be acquired or disposed of by, or leased to, any member of the Group since December 31, 2024 (being the date to which the latest published audited consolidated financial statements of the Company were made up).

4. DIRECTORS' INTEREST IN CONTRACTS OR ARRANGEMENT

As at the Latest Practicable Date, so far as the Directors were aware, none of the Directors was materially interested in any contracts or arrangements subsisting as at the Latest Practicable Date which was significant in relation to the business of the Group.

5. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered, or been proposed to enter, into any service contract with the Company or any other member of the Group which is not expiring or may not be terminable by the Group within one year without payment of compensation (other than statutory compensation).

6. DIRECTORS' INTEREST IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors and their respective close associates was considered to have an interest in any business which competes or is likely to compete or have any other conflict of interest, either directly or indirectly, with the business of the Group.

7. MATERIAL CONTRACTS

Save for the Sale and Purchase Agreement, there is no material contract (not being entered into the ordinary course of business) entered into by any member of the Group within two years immediately preceding the Latest Practicable Date.

8. MATERIAL LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation, arbitration or claim of material importance and, so far as the Directors were aware, no litigation, arbitration or claim of material importance was pending or threatened against any member of the Group.

9. GENERAL

(i) The joint company secretaries of the Company is Ms. YU Lu and Ms. WONG Pui Kiu Ingrid, who is a Chartered Secretary, a Chartered Governance Professional and an associate of both The Hong Kong Chartered Governance Institute (HKCGI) and The Chartered Governance Institute (CGI) in the United Kingdom.

(ii) The registered office of the Company is situated at P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands. The head office and principal place of business of the Company in Hong Kong is Room 3709, West Tower, Shun Tak Centre, Sheung Wan, Hong Kong.

(iii) The principal share registrar and transfer office in Cayman Islands of the Company is P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands.

(iv) The Hong Kong branch share registrar and transfer office of the Company is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

(v) This circular is in both English and Chinese. If there is any inconsistency, the English text shall prevail.

10. DOCUMENT ON DISPLAY

The Sale and Purchase Agreement will be published on the websites of the Stock Exchange and the Company from the date of this circular up to 14 days thereafter.